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IR/Press Release

ABN AMRO announces decisions of Annual General Meeting 2019

ABN AMRO Group N.V. (ABN AMRO) held its Annual General Meeting (the General Meeting) today. At the General Meeting 83.66% of the total issued capital and an equal percentage of voting rights were represented.

The General Meeting adopted ABN AMRO's audited annual financial statements for 2018 and approved the proposed final cash dividend of EUR 752 million, or EUR 0.80 per share, over the financial year 2018. The dividend payment date is 20 May 2019. It also discharged each member of the Executive Board and the Supervisory Board in office during the financial year for the performance of his or her duties during 2018.

The General Meeting approved the appointments of Anna Storåkers and Michiel Lap as members of the Supervisory Board of ABN AMRO for a period of four years ending at the close of the Annual General Meeting in 2023. Steven ten Have and Frederieke Leeflang have stepped down as members of ABN AMRO's Supervisory Board. The Supervisory Board now consists of Tom de Swaan (Chairman), Arjen Dorland, Michiel Lap, Annemieke Roobeek, Jurgen Stegmann, Anna Storåkers and Tjalling Tiemstra.

The General Meeting approved the legal merger of ABN AMRO Group N.V. into ABN AMRO Bank N.V., whereby ABN AMRO Bank N.V. will be the surviving entity. The legal merger will simplify ABN AMRO's corporate structure and improve regulatory capital ratios (including the leverage ratio), optimise administrative processes and lower administrative costs. Subject to regulatory approvals, the merger is expected to be executed in the course of 2019.

Additionally, the General Meeting authorised the Executive Board for a period of 18 months to issue shares and grant rights to subscribe for shares up to a maximum of 10% of ABN AMRO's issued share capital. The General Meeting also agreed to authorise the Executive Board to restrict or exclude pre-emptive rights in connection with the issuance of such shares. Furthermore, the General Meeting authorised the Executive Board for a period of 18 months to acquire shares and depositary receipts for shares in ABN AMRO's own share capital up to a maximum of 10% of its issued share capital and to cancel all or some of the shares in ABN AMRO's own share capital that are held by it or by its subsidiaries as a result of such acquisitions. These authorisations are subject to the required regulatory and other approvals.

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Finally, the General Meeting resolved to amend the articles of association of ABN AMRO to allow for the appointment of the statutory auditor for a maximum period of three years rather than a fixed period of three years.

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